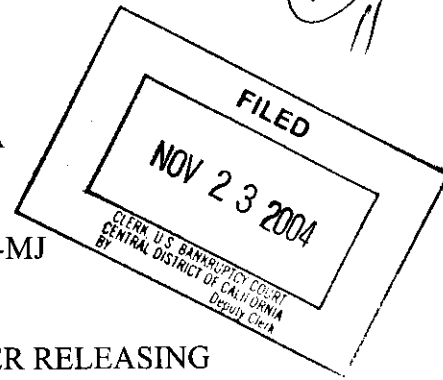


ORIGINAL
UNITED STATES BANKRUPTCY COURT
FOR THE CENTRAL DISTRICT OF CALIFORNIA



In re:) BK. No. RS 96-10234-MJ
) Chapter 7
)
) MOTION FOR ORDER RELEASING
) UNCLAIMED FUNDS (FRBP 3011)
)
NIELSEN & NIELSEN INC.)
)
) Hearing Date:
) Time:
Debtors.) Place:
_____)

I, under penalty of perjury under the laws of the United States of America declare (or certify, verify, or state) that the following statements and information are true and correct:

1. I request an order releasing the total amount of \$2,630.09 which is the sum of all monies deposited with the court on the following date(s) 9/29/2004 on behalf of the creditor Georgia-Pacific Corporation successor to James River Corp on claim No 4.

2. (Please check and complete the applicable subparagraph(s) below):

____ A. I am the creditor named in Paragraph 1.

X B. I am an employee of the creditor named in paragraph 1 and my title is Asst Treasurer. The creditor is still legally entitled to the monies and I am authorized by the creditor to this petition. Submit evidence establishing authority to act on behalf of creditor.

X C. I am the creditor and have appointed J. Armstrong Duffield as my lawful attorney-in-fact who is duly authorized by the attached original power of attorney to file this motion.

1 D. Subparagraphs A, B, & C above do not apply, but I am entitled to payment
2 of such monies because (submit evidence establishing basis for right to obtain payment.)
3
4

5 3. Please complete each of the following subparagraphs:
6

7 A. The following is the creditor's address and phone number:
8 Georgia-Pacific Corporation successor to James River Corp
9 Larry Feind
10 PO Box 105605
11 Atlanta, GA 30348
12 (404) 652-4401
13

14
15 B. And a brief history of the creditor (from the filing of the claim to present)
16 which includes, if applicable, identification of any sale of the company
17 and the new and prior owner(s), and any changes of address. Submit
18 evidence establishing the sale of the company from the prior to the new
19 owner(s):
20

21 (The address shown on the trustees is now incorrect. James River
22 Corporation merged with Fort Howard Corporation to form Fort James
23 Corporation. In 2000, Georgia-Pacific Corporation acquired Fort James
24 Corporation. The current/correct address for Georgia-Pacific Corporation
25 successor to James River Corp is listed in para 3A above. Documentation
26 to this effect is enclosed.)
27

28 4. I understand that, pursuant to 18 U.S.C. Section 152, that by knowingly and
29 fraudulently making false statements in this document is a crime punishable by a fine of not
30 more than \$5,000.00 or imprisonment for not more than five (5) years, or both.
31
32

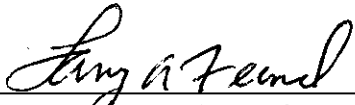
5. On 11-17-04, a fully completed copy of this document was mailed to the:

United States Attorney
312 North Spring Street
Los Angeles, California 90012

United States Trustee's Office
725 South Figueroa Street, 26th Floor
Los Angeles, CA 90017

Please insert the address of the Trustee (or Reorganized Debtor, or other Fiduciary in charge of claims):

N. L. Hanover, Trustee
PO Box 1300
San Bernardino, CA 92402-1300


asst. Treasurer
Creditor's Signature (Larry Feind)

(Corporate Seal)

Georgia-Pacific Corporation successor to
James River Corp.
Creditor's Name

PO Box 105605
Atlanta, GA 30348
Creditor's Address

State of Georgia)
County of DeKalb) ss.

On October 14, 2004 before me, personally appeared, Larry Feind personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument. WITNESS my hand and official seal.

Signature: Louisa M. Budger

My commission expires on October 20, 2007 [Seal]

- All Signatures must be notarized.

1

Attorney/Attorney-in-fact (if appointed)

J. Armstrong Duffield
Signature

J. Armstrong Duffield

Type or Print Name

One South Broadway, Suite 301

Edmond, Oklahoma 73034

Address

State of OKLAHOMA)
)
County of OKLAHOMA) ss.

On November 17, 2004, before me, personally appeared, **J. Armstrong Duffield** personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument. WITNESS my hand and official seal.

Signature: _____

[Signature]

My commission expires on 4-27-2007 [Seal]

All Signatures must be notarized.



LIMITED POWER OF ATTORNEY

Georgia-Pacific Corporation successor to James River Corp., ("Principal") executes this Limited Power of Attorney with the intention that the attorney-in-fact named below shall be able to act in its place for the purposes and duration set forth below.

Principal appoints J. Armstrong Duffield of American Property Locators, Inc., One South Broadway, Suite 301, Edmond, OK 73034 to be its attorney-in-fact to act for it in its name and place, and in any capacity that Principal might act,

**Only to recover cash or cash equivalents specifically arising from the
NIELSEN & NIELSEN INC. bankruptcy matter that belong to the Principal**

and may be paid to the Principal after compliance with procedures of applicable laws (the "Unclaimed Funds").

This Limited Power of Attorney shall become effective on the date written below, and shall remain effective, for one year from such date or until the Unclaimed Funds are claimed and remitted to Principal, whichever is sooner.

Principal's attorney-in-fact shall have all of the powers, discretions, elections, and authorities granted by law (including the endorsement of any instrument of payment on behalf of Principal) in connection with the claim, execution, acknowledgment, and delivery of any and all documents necessary or connected with claiming and recovering for Principal the Unclaimed Funds. Principal authorizes the use of a photocopy of this Limited Power of Attorney, for any purpose, in lieu of the original.

DATED this 14 day of OCTOBER, 2004.

PRINCIPAL:

Georgia-Pacific Corporation successor to James
River Corp

(Fed. ID# 93-0432081)

By: Larry Feind

Title: Asst. Treasurer

PRINCIPAL'S ADDRESS:

PO Box 105605
Atlanta, GA 30348

Corporate seal

ACKNOWLEDGMENT

STATE OF Georgia

COUNTY OF DeKalb

Before me, the undersigned a Notary Public, in and for said County and State on this 14th day of October, 2004, personally appeared Larry Feind to me known to be the identical person who subscribed his/her name to the foregoing instrument, as its and acknowledged to me that he/she executed the same as his/her free and voluntary act and deed of such corporation, for the purposes therein set forth.

In Witness Whereof, I have hereunto set my official signature and affixed my official seal the day and year first above written.

My Commission Expires:

October 20, 2007

Notary

Louisa M. Budz

Georgia-Pacific



Fax Cover Sheet

DATE: November 15, 2004 **TIME:** 4:00 PM
TO: J. Armstrong Duffield **FAX:** (405) 340-5968
FROM: Larry A. Feind *LF* **PHONE:** (404) 652-4401
FAX:
RE: UNCLAIMED FUNDS

Number of pages including cover sheet: 1

As requested.



Larry A. Feind
Assistant Treasurer

133 Peachtree Street, NE
P.O. Box 105605
Atlanta, GA 30348-5605
(404) 652-4401
(404) 654-1001 fax

lafeind@gapac.com

**Certificate of Authority to Act for
Georgia-Pacific Corporation**

I, the undersigned, Phillip M. Johnson as V.P. & Treasurer of
Georgia-Pacific Corporation, do hereby certify that LARRY A FEIND has the authority to act on
behalf of Georgia-Pacific Corporation

IN WITNESS HEREOF, I have hereunto signed my name this 14 day of OCTOBER, 2004.


10/13/04

Georgia-Pacific Corporation.

Corporate seal

Notary Statement

ACKNOWLEDGMENT

STATE OF Georgia
COUNTY OF DeKalb

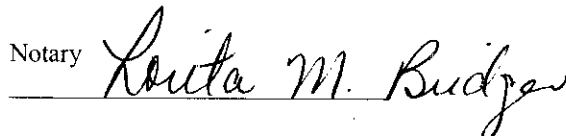
Before me, the undersigned a Notary Public, in and for said County and State on this 14th day of
October, 2004, personally appeared Phillip Johnson to me known to be the identical
person who subscribed his/her name to the foregoing instrument, as its VPTR and acknowledged to me
that he/she executed the same as his/her free and voluntary act and deed of such corporation, for the purposes therein
set forth.

In Witness Whereof, I have hereunto set my official signature and affixed my official seal the day and year first
above written.

My Commission Expires:

October 20, 2007

Notary



54764

06012-0314

APPROVED

By EJS

Date 9-8-97

Fee \$10

909033401



State Corporation Commission

**I Certify the Following from the Records of the
Commission:**

On August 14, 1997, by amendment of its articles of incorporation, the
name of JAMES RIVER PAPER COMPANY, INC. was changed to FORT JAMES
OPERATING COMPANY.

Nothing more is hereby certified.



CIS20316

Signed and Sealed at Richmond

on this Date: August 27, 1997

William J. Bridge

William J. Bridge, Clerk of the Commission

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
02/30/97

CHARTER NUMBER: FL654764
ROLL AND FRAME: 6012-0312

06012-0312

| CORPORATION: | DOCUMENT NUMBER | CODE | FEE |
|-----------------------------------------------|-----------------|------|--------|
| FORT JAMES OPERATING COMPANY FORMERLY JAMES R | 97090833401 | FAM | 10.00 |
| IVER PAPER COMPANY, INC. | | CHN | NO FEE |

031543

RETURN TO: FORT JAMES CORPORATION
ATTN F E GRAY
P O BOX 2218
RICHMOND VA 23218-2218

TOTAL : 10.00

0139

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2001

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 1 - 3506

GEORGIA-PACIFIC CORPORATION
(Exact Name of Registrant as Specified in its Charter)

GEORGIA 93-0432081
(State of Incorporation) (IRS Employer Id. Number)

133 PEACHTREE STREET, N.E., ATLANTA, GEORGIA 30303
(Address of Principal Executive Offices)

(404) 652 - 4000
(Telephone Number of Registrant)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days:

☒ X No ☐

As of the close of business on April 30, 2001, Georgia-Pacific Corporation had 225,915,912 shares of Georgia-Pacific Group Stock outstanding and 80,607,630 shares of The Timber Company Common Stock outstanding.

<PAGE>

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)
Georgia-Pacific Corporation and Subsidiaries

- o During the first quarter of 2001, the Corporation acquired the remaining ownership of two chemical joint ventures for approximately \$26 million. The results of operations of these chemical businesses were consolidated with those of the Corporation beginning in February 2001. The Corporation has accounted for these acquisitions using the purchase method to record a new cost basis for assets acquired and liabilities assumed.
- o At the end of November 2000, the Corporation completed a tender offer pursuant to which it purchased each outstanding share of common stock of Fort James Corporation ("Fort James") for \$29.60 per share in cash and 0.2644 shares of Georgia-Pacific Group common stock. The Corporation is paying cash and issuing Georgia-Pacific Group shares as the untendered Fort James shares are delivered to the Corporation's exchange agent for cancellation. Through March 31, 2001, the Corporation paid approximately \$6,185 million in cash and issued approximately 53.9 million shares of Georgia-Pacific Group common stock valued at \$1,484 million for such shares. The fair value of the Georgia-Pacific Group common shares was determined based on the average trading prices of Georgia-Pacific Group common stock for the two trading days before and after July 16, 2000 (the announcement of the Fort James acquisition). The Corporation expects to pay an additional \$10 million in cash and issue approximately 91,000 shares valued at \$3 million for Fort James common stock that had not been tendered as of March 31, 2001. In addition, the Corporation assumed \$3.3 billion of Fort James debt in the acquisition.

Fort James' results of operations were consolidated with those of the Corporation beginning in the fiscal month of December 2000. The Corporation has accounted for this business combination using the purchase method to record a new cost basis for assets acquired and liabilities assumed. The allocation of the purchase price and acquisition costs to the assets acquired and liabilities assumed is preliminary as of March 31, 2001, and is subject to change pending finalization of studies of fair value and the finalization of management's plans to restructure certain operations. The difference between the purchase price and the fair value of the assets acquired and liabilities assumed was recorded as goodwill and is being amortized over 40 years. The preliminary allocation of net cash paid for the Fort James acquisition as of March 31, 2001 is summarized as follows:

< PAGE>

11

In millions

| | | |
|------------------------------------------------|----|---------|
| Current assets | \$ | 1,749 |
| Property, plant and equipment | | 4,630 |
| Other noncurrent assets | | 801 |
| Goodwill | | 6,779 |
| Liabilities | | (6,173) |
| Common stock issued and value of stock options | | |
| Converted | | (1,601) |
| ----- | | |
| Net cash paid for Fort James | \$ | 6,185 |
| ===== | | |

In connection with the acquisition of Fort James, the Corporation recorded liabilities totaling approximate \$53 million for employee termination costs relating to approximately 520 hourly and salaried employees. During 2000, no employees were terminated and none of this reserve was used. During 2001, approximately 65 employees were terminated and approximately \$16 million of the reserve was used to pay termination benefits. The Corporation has not finalized its plans for manufacturing and distribution activities. Finalization of these plans may result in additional liabilities recorded as part of the purchase price or charges to earnings. The following table provides a rollforward of the employee separation reserve from December 30, 2000 through March 31, 2001: